

RECORDATION NO. 23138-6 FILED

JAN 11 '07

10-15 AM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

January 11, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination and Release (Lessor Security Agreement), dated as of June 30, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lessor Security Agreement and Supplement No. One to Lessor Security Agreement previously filed with the Board under Recordation Numbers 23652-A and 23652-C, respectively.

The names and addresses of the parties to the enclosed document are:

Lessor: SNC Fintrack Mistral
103 Avenue des Champs Elysees
75008 Paris, France

Lessee: National Railroad Passenger Corporation
60 Massachusetts Avenue NE
Washington, DC 20002

Mr. Vernon A. Williams
January 11, 2007
Page 2

A description of the railroad equipment covered by the enclosed document is:

1 locomotive AMTK 659 and High Speed Trainset Number 5 (consisting of 8 cars within the series AMTK 2009 – AMTK 3546) as more particularly set forth in the attachment to the document.

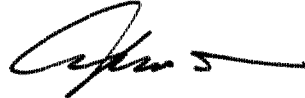
A short summary of the document to appear in the index is:

Termination and Release (Lessor Security Agreement).

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

**TERMINATION AND RELEASE
LESSOR SECURITY AGREEMENT**

JAN 11 '07

10-15 AM**SURFACE TRANSPORTATION BOARD**

This TERMINATION AND RELEASE dated as of June 30, 2006 (this "Termination") is between SNC FINTRACK MISTRAL, a *société en nom collectif* with a share capital of 1000, having its registered office (*siege social*) at 103, avenue des Champs Elysées, 75008, Paris, France, registered under identification number 432 142 461 (in such capacity, the "Lessor") and NATIONAL RAILROAD PASSENGER CORPORATION, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia ("Amtrak").

WITNESSETH:

WHEREAS, Lessor and Amtrak have entered into that certain Crédit-Bail Agreement, dated September 25, 2000, that certain Lease Supplement dated September 25, 2000, and that certain Lease Supplement No. 2 dated October 31, 2000 (collectively, as amended, supplemented and modified, the "Lease") pursuant to which Lessor leased the railcars described on Annex A hereto (the "Units") to Amtrak;

WHEREAS, Lessor and Amtrak have entered into that certain Lessor Security Agreement (U.S.) dated as of September 25, 2000, which was filed and recorded on October 3, 2000 at 2:08 p.m. with the Surface Transportation Board and has been assigned Recordation Number 23138-A, and that certain Supplement No. One to Lessor Security Agreement (U.S.) dated November 14, 2000 which was filed and recorded on November 14, 2000 at 9:37 a.m. with the Surface Transportation Board and has been assigned Recordation Number 23138-C (collectively, the "Security Agreement");

WHEREAS, pursuant to the Assignment (Cession), dated as of November 14, 2000, among Amtrak, Owner Trustee and Indenture Trustee, and the Bill of Sale (Amtrak Trust HS-EDC-3), dated November 14, 2000, made by Amtrak in favor of Owner Trustee, Amtrak assigned and transferred all of its rights, title and interests, but none of its obligations, under the Security Agreement to Owner Trustee;

WHEREAS, pursuant to the Trust Indenture, Owner Trustee granted, bargained, sold, assigned, transferred, conveyed, mortgaged, pledged and confirmed to the Indenture Trustee a security interest in and a mortgage lien on all estate, right, title and interest of Owner Trustee in, to and under the Security Agreement as security for certain obligations;

WHEREAS, pursuant to the Omnibus Amendment and Termination Agreement, dated as of June 30, 2006, among Amtrak, Lessor, Owner Trustee, Indenture Trustee and the other parties thereto, the Lease was terminated and all rights, title and interests of Lessor in and to the Units were transferred to Owner Trustee; and

WHEREAS, on the date hereof, Lessor and Amtrak have made arrangements satisfactory to each of them to terminate the Security Agreement.

NOW, THEREFORE, Lessor and Amtrak agree as follows:

Section 1. Termination of the Security Agreement and Release of the Units. The Security Agreement is hereby terminated, and all right, title and interest of Amtrak and Owner Trustee in and to the Units arising from and through the Security Agreement are hereby terminated and released.

Section 2. Further Assurances. Lessor hereby agrees to execute and deliver to Amtrak such additional instruments, notices, or releases as Amtrak may reasonably request to effectuate the foregoing provisions of this Termination.

Section 3. Representations and Warranties. Each of Lessor and Amtrak represents and warrants that this Termination constitutes its legal and valid obligation, enforceable against it in accordance with its terms. Lessor has full authority to terminate and release all of its right, title and interest in and to the Security Agreement and to the Units, as provided herein.

Section 4. Counterparts. This Termination may be executed in counterparts and all such executed counterparts shall constitute one and the same agreement.

[Remainder of Page Intentionally Blank]

IN WITNESS WHEREOF, each of Lessor and Amtrak has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

Je soussigné M^r B. CODRON
Notaire associé à St-Chéron, certifie
Véritable la signature Matérielle de
Monsieur Benoit
apposée ci-dessus.



SNC FINTRACK MISTRAL

By: 

Name:

Title:

Address: 103, avenue des Champs Elysées
75008, Paris, France

NATIONAL RAILROAD PASSENGER
CORPORATION

By: 

Name:

Title:

IN WITNESS WHEREOF, each of Lessor and Amtrak has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

SNC FINTRACK MISTRAL

By: _____

Name:

Title:

Address: 103, avenue des Champs Elysées
75008, Paris, France

NATIONAL RAILROAD PASSENGER
CORPORATION

By: Dale M. Stein

RS

Name: Dale M. Stein

Title: Treasurer

ACKNOWLEDGED AND AGREED:

EXPORT DEVELOPMENT CANADA

By: 
Name: TALAL KATROUZ
Title: ASSET MANAGEMENT

By: 
Name: LAURA MILLER
Title: ASSET MANAGEMENT

ACKNOWLEDGED AND AGREED:

MANUFACTURERS AND TRADERS TRUST
COMPANY,
as Indenture Trustee

By: _____
Name:
Title:

ACKNOWLEDGED AND AGREED:

WILMINGTON TRUST COMPANY,
not in its individual capacity but solely as
Owner Trustee

By: _____
Name:
Title:

ACKNOWLEDGED AND AGREED:

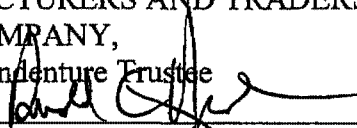
EXPORT DEVELOPMENT CANADA

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

ACKNOWLEDGED AND AGREED:

MANUFACTURERS AND TRADERS TRUST
COMPANY,
as Indenture Trustee

By:  _____
Name: Donald C. Hargadon
Title: Vice President

ACKNOWLEDGED AND AGREED:

WILMINGTON TRUST COMPANY,
not in its individual capacity but solely as
Owner Trustee

By: _____
Name: _____
Title: _____

ACKNOWLEDGED AND AGREED:

EXPORT DEVELOPMENT CANADA

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____


ACKNOWLEDGED AND AGREED:

MANUFACTURERS AND TRADERS TRUST
COMPANY,
as Indenture Trustee

By: _____
Name: _____
Title: _____

ACKNOWLEDGED AND AGREED:

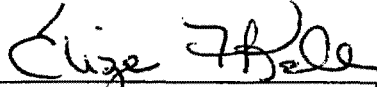
WILMINGTON TRUST COMPANY,
not in its individual capacity but solely as
Owner Trustee

By:  _____
Name: Anita Roselli
Title: Senior Financial Services Officer

DISTRICT OF COLUMBIA

)
) ss.:
)

On this 29th day of December, 2006, before me personally appeared Dale M. Stein, to me personally known, who, by me being duly sworn, says that he/~~she~~ is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



(Notary Public, DC)

My Commission Expires: July 31, 2009

DESCRIPTION OF UNITS

High Speed Electric Locomotive

AMTK 659

High-Speed Trainset Number 5
manufactured by Bombardier
Corporation and Alstom
Transportation Inc., consisting of:

Two (2) Power Cars

AMTK 2009
AMTK 2020

One (1) End Club Car

AMTK 3207

One (1) Bistro Car

AMTK 3305

One (1) End Coach Car

AMTK 3409

Three (3) Coach Cars

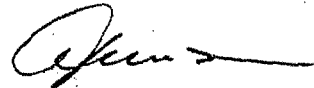
AMTK 3541
AMTK 3543
AMTK 3546

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

1/11/07



Robert W. Alvord